

**FIRST AMENDMENT OF LIMITED LIABILITY COMPANY
OPERATING AGREEMENT
OF 5952 BENNER INVESTOR LLC**

THIS FIRST AMENDMENT OF LIMITED LIABILITY COMPANY OPERATING AGREEMENT (the "Amendment") is made as of August 8, 2019, by and among 5952 BENNER INVESTOR LLC, a Delaware limited liability company (the "Company"), Arch Real Estate Holdings LLC, a New York limited liability company ("Arch"), 608941 NJ Inc., a New Jersey corporation, Deborah Chassen, Jared Chassen, Baruch Halpern & Shoshana Halpern, tenants by the entirety, Michelle Miller and Jeffrey Simpson (collectively, the "Members").

WITNESSETH:

WHEREAS, the Members desire to remove 5952 Benner Manager LLC as Manager of the Company;

WHEREAS, the Members desire Arch to be the Manager of the Company and Arch desires to be the Manager of the Company;

WHEREAS, the Members desire to amend that certain Limited Liability Company Operating Agreement of the Company, dated as of September 18, 2017, as hereinafter set forth (the "Operating Agreement");

NOW, THEREFORE, in consideration of the covenants and conditions set forth in this Agreement, the parties agree as follows:

1. Capitalized Terms. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Operating Agreement.

2. Amendments to Operating Agreement. The Operating Agreement is hereby amended as follows:

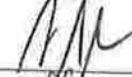
(a) Section 1.1 is hereby amended as follows:

"Manager" shall mean Arch Real Estate Holdings LLC, a New York limited liability company.

IN WITNESS WHEREOF, this Amendment has been executed as of the date and year first
above written.


COMPANY

5952 Benner Investor LLC

By: 
Name: Jeffrey Simpson
Title: Authorized Signatory


MANAGER

Arch Real Estate Holdings LLC

By: 
Name: Jeffrey Simpson
Title: Authorized Signatory

MEMBERS

608941 NJ INC.

By: 
Name: FRANK VAN BIESEN
Title: CFO

DEBORAH CHASSEN

JARED CHASSEN

BARUCH HALPERN & SHOSHANA
HALPERN, TENANTS BY THE
ENTIRETIES

MICHELLE MILLER




JEFFREY SIMPSON

IN WITNESS WHEREOF, this Amendment has been executed as of the date and year first
above written.

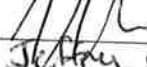
COMPANY

5952 Benner Investor LLC

By: 
Name: Jeffrey Simpson
Title: Authorized Signatory

MANAGER


Arch Real Estate Holdings LLC

By: 
Name: Jeffrey Simpson
Title: Authorized Signatory

MEMBERS


608941 NJ INC.

By: _____
Name: _____
Title: _____


DEBORAH CHASSEN


JARED CHASSEN

BARUCH HALPERN & SHOSHANA
HALPERN, TENANTS BY THE
ENTIRETIES

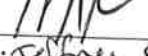

MICHELLE MILLER


JEFFREY SIMPSON

IN WITNESS WHEREOF, this Amendment has been executed as of the date and year first
above written.

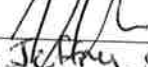
COMPANY

5952 Benner Investor LLC

By: 
Name: Jeffrey Simpson
Title: Authorized Signatory

MANAGER

Arch Real Estate Holdings LLC

By: 
Name: Jeffrey Simpson
Title: Authorized Signatory

MEMBERS

608941 NJ INC.

By: _____
Name: _____
Title: _____

DEBORAH CHASSEN

JARED CHASSEN

BARUCH HALPERN & SHOSHANA
HALPERN, TENANTS BY THE
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MICHELLE MILLER



JEFFREY SIMPSON